

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:

Circuit City Stores, Inc., et al.,

Debtors.

Case No. 08-35653-KRH
Chapter 11

**CONSUMER PRIVACY OMBUDSMAN
SECOND INTERIM APPLICATION FOR COMPENSATION**

Compensation is requested in the total amount of \$19,250 for the professional services performed by the Consumer Privacy Ombudsman (CPO) during the period of July 6, 2009 through August 27, 2009. In support of this application, the CPO states as follows:

1. Circuit City was a leading retailer of consumer electronics, home office products, entertainment software, and related services.
2. On November 10, 2008, Circuit City Stores West Coast, Inc., and Circuit City Stores, Inc. (the "Sellers" and, collectively with the debtors and debtors in possession in the above-captioned jointly administered cases, the "Debtors"), filed with the United States Bankruptcy Court for the Eastern District of Virginia, Richmond Division (the "Court"), voluntary petitions for relief under Chapter 11 of Title 11 of the United State Code, 11 U.S.C. §§ 101 *et. seq.* ("the Bankruptcy Code") commencing the above-captioned cases.
3. On April 10, 2009, the United States Trustee appointed Lucy L. Thomson as the Consumer Privacy Ombudsman.
4. In July 2009, the Court entered an order approving the sale of miscellaneous intellectual property assets, approving procedures in connection with the sale of intellectual property, Internet-related property and customer information, and setting auction and sale hearing

dates. An auction was conducted for the sale of the assets and Micro City and Firstmark were determined to be the Buyers of the personally identifiable consumer information.

5. On August 27, 2009 the CPO submitted her Report with recommendations to the Court to protect the privacy of the Circuit City personally identifiable consumer records.
6. On August 27, 2009 the CPO participated in the hearing on the sale of miscellaneous intellectual property assets of Circuit City, including the personally identifiable consumer information. Subsequently, the Court authorized the sale of the consumer records and entered the Sale Orders which set forth the privacy protections agreed to by the Debtors and the Buyers.
7. The CPO seeks an allowance for the sum of \$19,250 as compensation for professional services provided during the period of July 6, 2009 through August 27, 2009 (the "Compensation Period").
8. A summary of the professional services provided by the CPO to the Court and the parties is provided on the itemized chronological list attached hereto as Exhibit A.
9. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the CPO submits that the amount requested is fair and reasonable given (a) the complexity of this case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

WHEREFORE, the CPO respectfully requests that the Court enter an order authorizing the Debtors to pay the professional fees and expenses requested in the amount of \$19,250.

Respectfully Submitted,

/s/ Lucy L. Thomson

Lucy L. Thomson
Consumer Privacy Ombudsman

The Willard; Suite 400
1455 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
(703) 798-1001
lucythomson1@mindspring.com

September 14, 2009

Respectfully submitted by:

Dated: September 14, 2009 SKADDEN, ARPS, SLATE, MEAGHER &
Richmond, Virginia FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
Chris L. Dickerson, Esq.
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley .
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel for Debtors and Debtors
in Possession

EXHIBIT A

The professional services provided by Lucy L. Thomson, Consumer Privacy

Ombudsman (CPO), are described in the itemized chronological list below.

Date	Minutes	Task	Rate/Time	Amount
7/6//09	120	Reviewed two Motions for sale of certain misc IP assets, and attached schedule: 1) Motion for Orders (A) Approving Procedures in Connection With Sales of Miscellaneous Intellectual Property Assets, (B) Authorizing Sellers to Enter Into Stalking Horse Agreements, etc. (Docket No. 3960) 2) Notice of Motion and Notice of Hearing on Motion for Orders (A) Approving Procedures in Connection With Sales of Miscellaneous Intellectual Property Assets, (B) Authorizing Sellers to Enter Into Stalking Horse Agreements, etc. (Docket No. 3961)	\$550 2.00	\$1,100
8/14-17/09	150	Reviewed lists of bids and Asset Purchase Agreements provided by Kelly Lazaroff (10+ bids), determined PII to be purchased for Alpine, Trading Circuit and Firedog.	\$550 2.50	\$1,375
8/16/09	60	Reviewed information from Ian Fredericks, Debtor's Counsel, regarding personal information to be sold in Firedog and Trading Circuit databases.	\$550 1.00	\$550
8/17/09	60	Made inquiry re Trading City Privacy Policy and bidders, reviewed information provided.	\$550 1.00	\$550
8/17/09	60	Researched company information and Privacy Policies of prospective bidders.	\$550 1.00	\$550
8/19/09	30	Telephone call with Mark Hasse and Mike Papai of Micro Center re company background, PII to be purchased, privacy policy and data security.	\$550 .50	\$275
8/20/09	30	Telephone call with Karen Cordry, NAAG re PII to be purchased and privacy protections being drafted for sale orders.	\$550 .50	\$275
8/20/09	60	Micro Center -- Reviewed background memo and draft privacy protections prepared by Mike Papai and provided comments.	\$550 1.00	\$550
8/20/09	30	Firstmark -- Telephone call with company representatives and counsel re background on the company, uses of the PII, privacy policies and data security.	\$550 .50	\$275
8/21/09	30	Micro Center -- Reviewed revised privacy protections from Mike Papai.	\$550 .50	\$275

8/23/09	120	Drafted sections of the Report to the Court.	\$550 2.00	\$1,100
8/23/09	60	Firstmark—Reviewed first draft of privacy protections from Alex Velinsky and outlined areas for revision	\$550 1.00	\$550
8/24/09	30	Micro Center – Review revised language for privacy protections	\$550 .50	\$275
8/23- 24/09	30	Telephone calls with Mike Papai re privacy protections; sent to Karen Cordry for review.	\$550 .50	\$275
8/24/- 25/09	30	Firstmark -- e-mails with Alex Velinsky re revised privacy language for Firedog data.	\$550 .50	\$275
8/25/09	60	Analyzed legal issues re privacy, consent, notice, and opt out requirements.	\$550 1.00	\$550
8/25/09	30	T/C with Ian Fredericks re incorporation of privacy protections for Micro Electronics and Firstmark into final Sale Orders	\$550 .50	\$275
8/25/09	60	Drafted legal analysis of consumer consent and Opt Out requirements for CPO report.	\$550 1.00	\$550
8/25/09	30	Firstmark -- T/C with Alex Velinsky and Cathy Herschopf re revisions to privacy protections.	\$550 .50	\$275
8/25/09	15	Micro Center – T/C with Steve Milo and Whitney Levin re revisions to privacy protections.	\$550 .25	\$137.50
8/26/09	30	Firstmark -- Reviewed and concurred with Karen Cordry, NAAG, comments on privacy protections	\$550 .50	\$275
8/26/09	30	Micro Center – Reviewed comments from Karen Cordry on privacy protections	\$550 .50	\$275
8/26/09	30	Firstmark – Worked with Alex Velinsky on revised privacy protections	\$550 .50	\$275
8/26/09	120	Micro Center – Reviewed revisions to privacy protections from Whitney Levin; redrafted to reflect discussions with Karen Cordry, NAAG, and privacy requirements.	\$550 2.00	\$1,100
8/26/09	30	Firstmark – Reviewed comments from Karen Cordry on privacy protections, worked with Velinsky on revisions	\$550 .50	\$275
8/26/09	30	Micro Center – T/C with Mike Papai and Mark Haase re revisions to privacy protections	\$550 .50	\$275
8/26/09	15	Firstmark – T/C with Karen Cordry and Alex Velinsky on changes to privacy protections requested by NAAG	\$550 .25	\$137.50
8/26/09	60	Micro Center and Firstmark -- Reviewed and approved proposed privacy protections for final Sale Order	\$550 1.00	\$550
8/26-	600	Finalized CPO Report to the Court for the Second Sale of Consumer Assets; submitted for	\$550 10.00	\$5,500

27/09		filing.		
8/27/09	60	Participated by telephone in the Hearing on the proposed sale of consumer records before the Honorable Kevin R. Huennekens, U.S. Bankruptcy Court for the Eastern District of VA, Richmond, VA Privacy Protections were incorporated in the final Sale Orders	\$550 1.00	\$550
Total		Professional Services	35	\$19,250